

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

In re:)	
)	
BEAR ISLAND PAPER COMPANY, L.L.C.,)	Case No. 10-31202 (DOT)
)	
Debtor.)	Chapter 11
_____)	

**NOTICE OF FIFTH QUARTERLY APPLICATION OF HUNTON & WILLIAMS LLP,
COUNSEL FOR OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR
ALLOWANCE OF INTERIM COMPENSATION AND INTERIM REIMBURSEMENT
OF EXPENSES INCURRED FOR THE PERIOD FEBRUARY 1, 2011,
THROUGH APRIL 30, 2011**

PLEASE TAKE NOTICE that the Official Committee of Unsecured Creditors (the “Committee”) of Bear Island Paper Company, L.L.C. (the “Debtor”) has filed the *Fifth Quarterly Application of Hunton & Williams LLP, Counsel for Official Committee of Unsecured Creditors, for Allowance of Interim Compensation and Interim Reimbursement of Expenses Incurred for the Period February 1, 2011, through April 30, 2011*, (the “Application”) with the United States Bankruptcy Court for the Eastern District of Virginia, Richmond Division (the “Court”).

Your rights may be affected. You should read these papers carefully and discuss them with your attorney, if you have one in this case. If you do not have an attorney, you may wish to consult one.

If you do not want the Court to grant the relief requested in the Application, or if you want the Court to consider your views on the Application, then by **5:00 p.m. prevailing Eastern time on July 7, 2011**, you or your attorney must:

- ☒ File with the Court, at the address shown below, a written request for a hearing, or a written response pursuant to Local Bankruptcy Rule 9013-1 and the Order Establishing Certain Notice, Case Management and Administrative Procedures [Docket No. 59] (the “Case Management Order”). If you mail your request for a hearing or written response to the Court for filing, you must mail it early enough so the Court will **receive** it on or before the date stated above.

Benjamin C. Ackerly (VSB No. 09120)
Tyler P. Brown (VSB No. 28072)
Jason W. Harbour (VSB No. 68220)
HUNTON & WILLIAMS LLP
Riverfront Plaza, East Tower
951 East Byrd Street
Richmond, Virginia 23219-4074
Telephone: (804) 788-8200
Telecopier: (804) 788-8218

*Counsel for the Official
Committee of Unsecured Creditors*

Clerk of the Court
United States Bankruptcy Court
701 E. Broad Street, Suite 4000
Richmond, VA 23219

You must also mail a copy to:

HUNTON & WILLIAMS LLP
Benjamin C. Ackerly, Esq.
Tyler P. Brown, Esq.
Jason W. Harbour, Esq.
Riverfront Plaza, East Tower
951 East Byrd Street
Richmond, Virginia 23219

☒ Attend a hearing on the Application scheduled to be held on **July 18, 2011 at 2:00 p.m. prevailing Eastern Time**, at the United States Bankruptcy Court, U.S. Courthouse, Chief Judge Tice's Courtroom 5100, 701 E. Broad Street, Richmond, Virginia 23219.

Under Local bankruptcy Rule 9013-1, if you or your attorney do not take these steps, the Court may decide that you do not oppose the relief sought in the Application and may enter an order granting the relief requested therein.

Date: June 17, 2011

HUNTON & WILLIAMS LLP

/s/ Jason W. Harbour
Benjamin C. Ackerly, Esq. (VSB No. 09120)
Tyler P. Brown, Esq. (VSB No. 28072)
Jason W. Harbour, Esq. (VSB No. 68220)
Riverfront Plaza, East Tower
951 East Byrd Street
Richmond, Virginia 23219
Tel: (804) 788-8674
Fax: (804) 788-8218

*Counsel for the Official Committee of Unsecured
Creditors of Bear Island Paper Company, LLC*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)	
)	Case No. 10-31202-DOT
BEAR ISLAND PAPER COMPANY,)	
L.L.C.,)	Chapter 11
)	
Debtor.)	<u>Objections Due: July 7, 2011</u>

**FIFTH QUARTERLY APPLICATION OF HUNTON & WILLIAMS LLP,
COUNSEL FOR OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR ALLOWANCE OF INTERIM COMPENSATION AND INTERIM
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
FEBRUARY 1, 2011, THROUGH APRIL 30, 2011**

Hunton & Williams LLP (“Hunton”), counsel for the Official Committee of Unsecured Creditors (the “Committee”) of Bear Island Paper Company, L.L.C. (the “Debtor”), submits this quarterly application (the “Application”) for interim allowance of compensation for professional services rendered by Hunton to the Committee for the period February 1, 2011, through April 30, 2011, (the “Application Period”) and reimbursement of actual and necessary expenses incurred by Hunton during the Application Period under sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the United States Bankruptcy Court for the Eastern District of Virginia Local Bankruptcy Rules (the “Local Rules”), the United States Trustee’s Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed

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HUNTON & WILLIAMS LLP
Riverfront Plaza, East Tower
951 East Byrd Street
Richmond, Virginia 23219-4074
Telephone: (804) 788-8200
Telecopier: (804) 788-8218

*Counsel for the Official
Committee of Unsecured Creditors*

under 11 U.S.C. § 330, effective January 30, 1996 (the “U.S. Trustee Guidelines”) and the Order Under Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation [D.I. 156] (the “Interim Compensation Procedures Order”). In support of this Application, Hunton represents as follows:

I. JURISDICTION

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

II. BACKGROUND

2. On February 24, 2010 (the “Petition Date”), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtor continues to operate as a debtor-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been requested or appointed in this chapter 11 case.

3. On the Petition Date, (i) White Birch Paper Holding Company; (ii) White Birch Paper Company; (iii) Stadacona General Partner Inc.; (iv) Black Spruce Paper Inc.; (v) F.F. Soucy General Partner Inc.; (vi) 3120772 Nova Scotia Company; (vii) Arrimage de Gros Cacouna Inc.; (viii) Papier Masson Ltée; (ix) Stadacona Limited Partnership; (x) F.F. Soucy Limited Partnership; and (xi) F.F. Soucy, Inc. & Partners, Limited Partnership (collectively, the “WB Canadian Group”), sought relief under the Companies’ Creditors Arrangement Act in the Quebec Superior Court of Justice (the “Canadian Court”) in Montreal, Quebec, Canada (the “CCAA Cases”). Also on the Petition Date, the Canadian Court entered the Initial Order in the CCAA Cases.

4. In addition, on the Petition Date six (6) of the WB Canadian Group entities sought relief under chapter 15 of the Bankruptcy Code in this Court.

5. On March 3, 2010, the United States Trustee for the Eastern District of Virginia appointed the Committee.

6. On March 5, 2010, the Committee engaged Hunton as counsel to represent the Committee in this bankruptcy case. On April 16, 2010, the Court entered its Order Authorizing the Employment and Retention of Hunton & Williams LLP as Counsel to the Committee [D.I. 203] effective as of March 5, 2010.

7. On March 25, 2010, the Court entered the Interim Compensation Procedures Order which approved the compensation procedures attached to the Interim Compensation Procedures Order as Exhibit 1 (the “Compensation Procedures”).

8. Pursuant to the Compensation Procedures, professionals retained in this case are authorized to submit monthly fee statements to the Notice Parties (as defined in the Compensation Procedures). Provided that no objection to a monthly fee statement is timely filed, the Debtor is authorized to pay such professional an amount equal to eighty-five percent (85%) of the fees and one-hundred percent (100%) of the expenses requested in such monthly fee statement.

III. RELIEF REQUESTED

9. Hunton submits this Application (a) for interim allowance of reasonable compensation for the actual, reasonable and necessary professional services that it has rendered as local counsel for the Committee in these cases for the period from February 1, 2011, through April 30, 2011, and (b) for reimbursement of actual, reasonable and necessary expenses incurred in representing the Committee during that same period. For the period covered by this Application, Hunton seeks fees for services rendered in the amount of \$22,616.00. For the same period, Hunton seeks actual, reasonable and necessary expenses totaling \$6.40.

10. A summary schedule of the time expended by all Hunton professionals and paraprofessionals engaged in the representation of the Debtors during the Application Period is attached hereto as Exhibit A. A summary schedule of hours and fees covered by this Application, categorized by project code is attached hereto as Exhibit B. A summary schedule of the out-of-pocket expenses incurred by Hunton is attached hereto as Exhibit C.

11. During the Application Period, Hunton provided extensive services to the Committee including, without limitation, (i) analyzing pleadings filed and orders entered in this case; (ii) analyzing pleadings filed and orders entered in the CCAA Cases; (iii) advising the Committee concerning the pleadings filed and orders entered in this case and in the CCAA Cases; (iv) preparing and maintaining a timeline of critical dates; (v) coordinating and participating in conferences and communications with counsel to the Debtor, Committee members, financial advisors and other parties in interest; (vi) analyzing and addressing issues concerning debtor-in-possession financing, cash collateral issues, potential sale and related issues and issues concerning a potential chapter 11 plan; (vii) preparing fee pleadings for the Committee's professionals and coordination of the same; and (viii) addressing creditor inquiries. In performing these services, Hunton has endeavored to ensure that its professionals and paraprofessionals comply with the Local Rules and the U.S. Trustee Guidelines.

12. Pursuant to the terms of the Interim Compensation Procedures Order, Hunton filed and properly served two monthly fee statements covering the Application Period. In accordance with the Interim Compensation Procedures Order, and as set forth in Local Rule 2106-1, each monthly fee statement included (i) a detailed itemization of the service hours expended by matter and professional and (ii) a summary schedule of hours and fees categorized by project code. Each monthly fee statement also included a detailed chronological itemization of the services rendered by each professional and paraprofessional, calculated by tenths of an

hour and categorized in accordance with the appropriate project code. Hunton has reduced its request for compensation for non-working travel, if any, to 50% of the normal hourly rate for such professionals.

13. Pursuant to the Interim Compensation Procedures Order, Hunton served on the Notice Parties (as defined in the Compensation Procedures) its twelfth monthly fee statement (the “Twelfth Monthly Fee Statement”) on March 4, 2011. In the Twelfth Monthly Fee Statement Hunton identified fees in the amount of \$7,624.00 and expenses in the amount of \$0.00, for the period of February 1, 2011, through February 28, 2011. In the Twelfth Monthly Statement Hunton sought payment of 85% of the fees and 100% of the expenses incurred during the relevant time period. A copy of Hunton’s Twelfth Monthly Fee Statement is attached hereto as Exhibit D. The deadline to object to Hunton’s Twelfth Monthly Fee Statement was March 24, 2011. A certificate of no objection with respect to Hunton’s Twelfth Monthly Fee Statement was filed on March 25, 2011 [D.I. 768]. To date Hunton has received \$6,480.40 with respect to the Twelfth Monthly Fee Statement.

14. Pursuant to the Interim Compensation Procedures Order, Hunton served on the Notice Parties its thirteenth monthly fee statement (the “Thirteenth Monthly Fee Statement”) on June 14, 2011. In the Thirteenth Monthly Fee Statement Hunton identified fees in the amount of \$14,992.00 and expenses in the amount of \$6.40, for the period of March 1, 2011, through April 30, 2011. In the Thirteenth Monthly Statement Hunton sought payment of 85% of the fees and 100% of the expenses incurred during the relevant time period. A copy of Hunton’s Thirteenth Monthly Fee Statement is attached hereto as Exhibit F. The deadline to object to Hunton’s Thirteenth Monthly Fee Statement is July 5, 2011. To date Hunton has received \$0.00 with respect to the Thirteenth Monthly Fee Statement.

15. Hunton has endeavored to represent the Committee in the most expeditious and economical manner possible. Tasks have been assigned to attorneys and paralegals at Hunton so that the work has been performed by those most familiar with the particular matter or task and, where attorney involvement was required, by the lowest hourly rate professional appropriate for a particular matter. Moreover, Hunton has endeavored to coordinate with the other professionals involved in this case so as to minimize any duplication of effort and to minimize attorneys' fees and expenses to the Committee. Hunton believes it has been successful in this regard.

16. No agreement or understanding exists between Hunton and any other person for the sharing of compensation received or to be received for services rendered in or in connection with this case.

WHEREFORE, Hunton respectfully requests that this Court enter an Order, substantially in the form attached hereto (i) approving this Application, (ii) providing that Hunton be allowed on an interim basis the sum of \$22,616.00 as compensation for reasonable and necessary professional services rendered to the Debtors and the sum of \$6.40 for reimbursement of actual and necessary costs and expenses incurred for a total of \$22,622.40, (iii) authorizing and directing the Debtor to pay Hunton the outstanding amount of such sums, and (iv) for such other relief as the Court deems proper and just.

Dated: June 17, 2011
Richmond, Virginia

/s/ Jason W. Harbour
Benjamin C. Ackerly (VSB No. 09120)
Tyler P. Brown (VSB No. 28072)
Jason W. Harbour (VSB No. 68220)
HUNTON & WILLIAMS LLP
Riverfront Plaza, East Tower
951 East Byrd Street
Richmond, Virginia 23219-4074
Telephone: (804) 788-8200
Telecopier: (804) 788-8218

Counsel for the Official
Committee of Unsecured Creditors

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)	
)	
BEAR ISLAND PAPER COMPANY, L.L.C.,)	Case No. 10-31202 (DOT)
)	
Debtor.)	Chapter 11
)	

**ORDER GRANTING FIFTH QUARTERLY APPLICATION OF HUNTON &
WILLIAMS LLP, COUNSEL FOR OFFICIAL COMMITTEE OF
UNSECURED CREDITORS, FOR ALLOWANCE OF INTERIM
COMPENSATION AND INTERIM REIMBURSEMENT OF EXPENSES
INCURRED FOR THE PERIOD FEBRUARY 1, 2011,
THROUGH APRIL 30, 2011**

Upon consideration of the Fifth Quarterly Fee Application (the “Application”)¹ of Hunton & Williams LLP (“Hunton”), counsel for the Official Committee of Unsecured Creditors (the “Committee”) of Bear Island Paper Company, L.L.C. (the “Debtor”) for the period from February 1, 2011, through and including April 30, 2011 (the “Fifth Quarterly Application Period”); and the Court having reviewed the Application and each of the monthly fee statements that were filed by Hunton during the Fifth Quarterly Application Period, and finding that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and determining that proper and adequate notice has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefore,

¹ Capitalized terms not defined herein shall have the meanings ascribed to them in the Application.

Benjamin C. Ackerly (VSB No. 09120)
Tyler P. Brown (VSB No. 28072)
Jason W. Harbour (VSB No. 68220)
HUNTON & WILLIAMS LLP
Riverfront Plaza, East Tower
951 East Byrd Street
Richmond, Virginia 23219-4074
Telephone: (804) 788-8200
Telecopier: (804) 788-8218

*Counsel for the Official
Committee of Unsecured Creditors*

IT IS HEREBY ORDERED that:

1. The Application is GRANTED.
2. Hunton is allowed interim compensation and reimbursement of expenses for the Fifth Quarterly Application Period in the amounts set forth in the Application.
3. The Debtor is authorized and directed to disburse to Hunton payment in the amount of the difference between (a) 100% of the total fees and expenses requested in the Application and (b) the actual interim payments previously received by Hunton for fees and expenses incurred during the Fifth Quarterly Application Period.
4. The Debtor is authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.
5. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

6. This Order shall be effective immediately upon entry.

Dated: _____, 2011

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

HUNTON & WILLIAMS LLP

/s/ Jason W. Harbour
Benjamin C. Ackerly, Esq. (VSB No. 09120)
Tyler P. Brown, Esq. (VSB No. 28072)
Jason W. Harbour, Esq. (VSB No. 68220)
Riverfront Plaza, East Tower
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Fax: (804) 788-8218

*Counsel for the Official Committee of Unsecured
Creditors of Bear Island Paper Company, LLC*

LOCAL RULE 9022-1 CERTIFICATION

I, Jason W. Harbour, hereby certify that the foregoing proposed order was served on all necessary parties.

/s/ Jason W. Harbour

EXHIBIT A

PROFESSIONALS RENDERING SERVICES

Name of Professional Person	Position of the Applicant and Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Benjamin C. Ackerly	Partner / Bankruptcy	\$655.00	2.60	\$1,703.00
Tyler P. Brown	Partner / Bankruptcy	\$630.00	10.10	\$6,363.00
Jason W. Harbour	Partner / Bankruptcy	\$500.00	22.20	\$11,100.00
Matthew A. Lambert	Paralegal / Bankruptcy	\$150.00	22.50	\$3,375.00
Cynthia D. Loving	Case Clerk / Bankruptcy	\$125.00	0.60	\$75.00
Total			58.00	\$22,622.00
BLENDED RATE:			\$390.03 per hour	

EXHIBIT B

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
Case Administration	4.40	\$2,109.50
Asset Disposition	5.90	\$3,275.00
Meetings Of and Communications With Creditors	9.20	\$5,093.50
Fee/Employment Applications	25.10	\$4,688.00
Avoidance Action Analysis	0.80	\$400.00
Financing/Cash Collection	5.50	\$2,989.00
Claims Administration and Objections	2.30	\$1,238.00
Plan and Disclosure Statement	4.20	\$2,523.00
General Bankruptcy Advice/Opinions	0.60	\$300.00
TOTAL	58.00	\$22,622.00

EXHIBIT C

EXPENSE SUMMARY

Expense Category	Service Provider (if applicable)	Total Expenses
Copying		\$6.40
Grand Total Expenses		\$6.40

Exhibit D

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)
) Case No. 10-31202-DOT
BEAR ISLAND PAPER COMPANY,)
L.L.C.,) Chapter 11
)
Debtor.) **Objections Due: March 24, 2011**

**MONTHLY STATEMENT OF HUNTON & WILLIAMS LLP, COUNSEL
FOR OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR
ALLOWANCE OF INTERIM COMPENSATION AND INTERIM
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
FEBRUARY 1, 2011, THROUGH FEBRUARY 28, 2011**

Name of Applicant:	HUNTON & WILLIAMS LLP
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	April 16, 2010 <i>nunc pro tunc</i> to March 5, 2010
Period for which Compensation and Reimbursement is sought:	February 1, 2011, through February 28, 2011
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$7,624.00(total fees sought this period) \$6,480.40 (85% sought in this Fee Statement)
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$0.00

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*Counsel for the Official
Committee of Unsecured Creditors*

If this is not the first fee statement filed, disclose the following for each prior fee statement:

Date Served	Period Covered	Requested Fees/Expenses	Paid Fees/Expenses
5/12/2010	3/5/2010 - 3/31/2010	Fees: \$189,363.50 Expenses: \$1,247.03	Fees: \$189,363.50 Expenses: \$1,247.03
5/13/2010	4/1/2010 - 4/30/2010	Fees: \$70,357.50 Expenses: \$1,101.80	Fees: \$70,357.50 Expenses: \$1,101.80
7/22/2010	5/1/2010 - 5/31/2010	Fees: \$107,749.50 Expenses: \$4,876.34	Fees: \$107,749.50 Expenses: \$4,876.34
8/13/2010	6/1/2010 - 6/30/2010	Fees: \$93,832.00 Expenses: \$3,244.19	Fees: \$93,832.00 Expenses: \$3,244.19
9/8/2010	7/1/2010 - 7/31/2010	Fees: \$106,399.50 Expenses: \$399.40	Fees: \$106,399.50 Expenses: \$399.40
10/5/2010	8/1/2010 - 8/31/2010	Fees: \$222,626.50 Expenses: \$5,177.82	Fees: \$222,626.50 Expenses: \$5,177.82
10/21/2010	9/1/2010 - 9/30/2010	Fees: \$98,078.00 Expenses: \$2,880.15	Fees: \$98,078.00 Expenses: \$2,880.15
11/12/2010	10/1/2010 - 10/31/2010	Fees: \$30,506.00 Expenses: \$555.00	Fees: \$30,506.00 Expenses: \$555.00
12/29/2010	11/1/2010 - 11/30/2010	Fees: \$16,611.50 Expenses: \$1.00	Fees: \$14,119.77 Expenses: \$1.00
1/20/2011	12/1/2010 - 12/31/2010	Fees: \$14,217.00 Expenses: \$256.75	Fees: \$12,084.45 Expenses: \$0.00
2/10/2011	1/1/2011 - 1/31/2011	Fees: \$8,568.00 Expenses: \$194.03	Fees: \$0.00 Expenses: \$0.00

PROFESSIONALS RENDERING SERVICES

Name of Professional Person	Position of the Applicant and Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Benjamin C. Ackerly	Partner / Bankruptcy	\$655.00	0.80	\$524.00
Tyler P. Brown	Partner / Bankruptcy	\$630.00	3.50	\$2,205.00
Jason W. Harbour	Partner / Bankruptcy	\$500.00	7.30	\$3,650.00
Matthew A. Lambert	Paralegal / Bankruptcy	\$150.00	8.30	\$1,245.00
Total			19.90	\$7,624.00
BLENDED RATE:				\$383.11 per hour

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
Case Administration	0.20	113.00
Asset Disposition	0.80	452.00
Meetings Of and Communications With Creditors	1.40	765.00
Fee/Employment Applications	9.30	1,745.00
Financing/Cash Collection	4.50	2,393.00
Claims Administration and Objections	0.80	426.00
Plan and Disclosure Statement	2.90	1,730.00
TOTAL	19.90	7,624.00

EXPENSE SUMMARY

Expense Category	Service Provider (if applicable)	Total Expenses
Grand Total Expenses		\$0.00

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)	
)	Case No. 10-31202-DOT
BEAR ISLAND PAPER COMPANY,)	
L.L.C.,)	Chapter 11
)	
Debtor.)	<u>Objections Due: March 24, 2011</u>

**MONTHLY STATEMENT OF HUNTON & WILLIAMS LLP, COUNSEL
FOR OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR
ALLOWANCE OF INTERIM COMPENSATION AND INTERIM
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
FEBRUARY 1, 2011, THROUGH FEBRUARY 28, 2011**

Hunton & Williams LLP (“Hunton”), counsel for the Official Committee of Unsecured Creditors (the “Committee”) of Bear Island Paper Company, L.L.C. (the “Debtor”), submits this monthly statement (the “Monthly Statement”) for interim allowance of compensation for professional services rendered by Hunton to the Committee for the period February 1, 2011, through February 28, 2011 (the “Application Period”), and reimbursement of actual and necessary expenses incurred by Hunton during the Application Period under sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the United States Bankruptcy Court for the Eastern District of Virginia Local Bankruptcy Rules (the “Local Rules”), the United States Trustee’s Guidelines for Reviewing Applications for Compensation

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and Reimbursement of Expenses filed under 11 U.S.C. § 330, effective January 30, 1996 (the “U.S. Trustee Guidelines”) and the Order Under Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation [D.I. 156] (the “Interim Compensation Procedures Order”). In support of this Monthly Statement, Hunton represents as follows:

I. JURISDICTION

1. This Court has jurisdiction over this Monthly Statement pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

II. BACKGROUND

2. On February 24, 2010 (the “Petition Date”), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtor continues to operate as a debtor-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been requested or appointed in this chapter 11 case.

3. On the Petition Date, (i) White Birch Paper Holding Company; (ii) White Birch Paper Company; (iii) Stadacona General Partner Inc.; (iv) Black Spruce Paper Inc.; (v) F.F. Soucy General Partner Inc.; (vi) 3120772 Nova Scotia Company; (vii) Arrimage de Gros Cacouna Inc.; (viii) Papier Masson Ltée; (ix) Stadacona Limited Partnership; (x) F.F. Soucy Limited Partnership; and (xi) F.F. Soucy, Inc. & Partners, Limited Partnership (collectively, the “WB Canadian Group”), sought relief under the Companies’ Creditors Arrangement Act in the Quebec Superior Court of Justice (the “Canadian Court”) in Montreal, Quebec, Canada (the “CCAA Cases”). Also on the Petition Date, the Canadian Court entered the Initial Order in the CCAA Cases.

4. In addition, on the Petition Date six (6) of the WB Canadian Group entities sought relief under chapter 15 of the Bankruptcy Code in this Court.

5. On March 3, 2010, the United States Trustee for the Eastern District of Virginia appointed the Committee.

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7. On March 25, 2010, the Court entered the Interim Compensation Procedures Order which approved the compensation procedures attached to the Interim Compensation Procedures Order as Exhibit 1 (the “Compensation Procedures”).

8. Pursuant to the Compensation Procedures, professionals retained in these cases are authorized to submit monthly fee statements to the Notice Parties (as defined in the Compensation Procedures). Provided that no objection to a monthly fee statement is timely filed, the Debtor is authorized to pay such professional an amount equal to eighty-five percent (85%) of the fees and one-hundred percent (100%) of the expenses requested in such monthly fee statement.

III. RELIEF REQUESTED

9. Hunton submits this Monthly Statement (a) for allowance of reasonable compensation for the actual, reasonable and necessary professional services that it has rendered as counsel for the Committee in this case for the period from February 1, 2011, through February 28, 2011, and (b) for reimbursement of actual, reasonable and necessary expenses incurred in representing the Committee during that same period. During the period covered by this Monthly Statement, Hunton incurred fees for services rendered in the amount of \$7,624.00. For the same period, Hunton incurred actual, reasonable and necessary expenses totaling \$0.00. As of the date of this Monthly Statement, Hunton has received no payments with respect to these amounts.

10. During the Application Period, Hunton provided services to the Committee including, without limitation, (i) analyzing pleadings filed and orders entered in this case; (ii) analyzing pleadings filed and orders entered in the CCAA Cases; (iii) advising the Committee concerning the pleadings filed and orders entered in this case and in the CCAA Cases; (iv) preparing and maintaining a timeline of critical dates; (v) coordinating and participating in conferences and communications with counsel to the Debtor, Committee members, financial advisors and other parties in interest; (vi) analysis of, and addressing issues concerning debtor-in-possession financing, potential avoidance actions, and potential sale and related issues; (vii) preparing fee pleadings for the Committee's professionals and coordination of the same; and (viii) addressing creditor inquiries. In performing these services, Hunton has endeavored to ensure that its professionals and paraprofessionals comply with the Local Rules and the U.S. Trustee Guidelines.

11. Attached hereto as Exhibit A is a schedule, sorted by project category, that shows the time recorded by Hunton professionals and paraprofessionals and descriptions of the services provided. Hunton has reduced its request for compensation for any non-working travel to 50% of the normal hourly rate for such professionals. Similarly, attached hereto as Exhibit B is a breakdown of the actual and necessary disbursements made by Hunton on behalf of the Committee during the Application Period.

12. Hunton has endeavored to represent the Committee in the most expeditious and economical manner possible. Tasks have been assigned to attorneys and paralegals at Hunton so that the work has been performed by those most familiar with the particular matter or task and, where attorney involvement was required, by the lowest hourly rate professional appropriate for a particular matter. Moreover, Hunton has endeavored to coordinate with the other professionals

involved in this case so as to minimize any duplication of effort and to minimize attorneys' fees and expenses to the Committee. Hunton believes it has been successful in this regard.

13. No agreement or understanding exists between Hunton and any other person for the sharing of compensation received or to be received for services rendered in or in connection with this case.

WHEREFORE, Hunton respectfully requests (a) payment from the Debtor's estate of: (i) interim compensation in the amount of \$6,480.40 for actual, reasonable and necessary professional services rendered on behalf of the Committee during the period February 1, 2011, through February 28, 2011, which is 85% of Hunton's fees for this period, (ii) interim reimbursement in the amount of \$0.00 for actual, reasonable and necessary expenses incurred during the same period; and (b) any such other and further relief as the Court may deem proper.

Dated: Richmond, Virginia

HUNTON & WILLIAMS LLP

March 4, 2011

/s/ Jason W. Harbour

Benjamin C. Ackerly, Esq. (VSB No. 09120)

Tyler P. Brown, Esq. (VSB No. 28072)

Jason W. Harbour, Esq. (VSB No. 68220)

HUNTON & WILLIAMS LLP

Riverfront Plaza, East Tower

951 East Byrd Street

Richmond, Virginia 23219

Telephone: (804) 788-8674

Facsimile: (804) 788-8218

*Counsel for Official Committee of Unsecured
Creditors*

EXHIBIT A

CASE ADMINISTRATION

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
02/01/2011	J W HARBOUR	B110	Analysis of debtor's monthly operating report	0.10	50.00
02/18/2011	T P BROWN	B110	Review proposed agenda for February 23 hearing	0.10	63.00
		TOTAL B110		0.20	

ASSET DISPOSITION

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
02/07/2011	J W HARBOUR	B130	Analysis of amendment to APA	0.10	50.00
02/08/2011	J W HARBOUR	B130	Call with FTI regarding allocation and funds flow concerning sale and communication to counsel to the debtor about the same	0.20	100.00
02/08/2011	J W HARBOUR	B130	Communications with FTI and to counsel to the debtor concerning sale allocation issues	0.10	50.00
02/23/2011	T P BROWN	B130	Prepare for and participate in call with debtor's counsel regarding sale update and amendment for DIP loan	0.40	252.00
		TOTAL B130		0.80	

MEETINGS OF AND COMMUNICATIONS WITH CREDITORS

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
02/01/2011	J W HARBOUR	B150	Preparing update for committee and analysis of materials concerning the same	0.80	400.00
02/10/2011	J W HARBOUR	B150	Communications with committee member about status of bankruptcy case	0.10	50.00
02/10/2011	T P BROWN	B150	Correspondence from and to committee regarding update and related conference with Jason Harbour	0.20	126.00
02/23/2011	T P BROWN	B150	Telephone calls with Russ Johnson	0.20	126.00

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
02/25/2011	T P BROWN	B150	Correspondence from and to creditor regarding status of sale	0.10	63.00
TOTAL B150				1.40	

FEE/EMPLOYMENT APPLICATIONS

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
02/01/2011	J W HARBOUR	B160	Preparing FTI fee order and submitting order to the court and communications with FTI about the same	0.20	100.00
02/07/2011	J W HARBOUR	B160	Communication to counsel to the Debtor concerning fees and related issues and preparing fee statement	0.60	300.00
02/07/2011	M A LAMBERT	B160	Preparing monthly fee statement and communications with counsel and accounting regarding same	0.90	135.00
02/08/2011	M A LAMBERT	B160	Preparing monthly fee statement and communications with counsel and accounting regarding same	1.50	225.00
02/09/2011	M A LAMBERT	B160	Preparing monthly fee statement and communications with counsel and accounting regarding same	1.30	195.00
02/10/2011	J W HARBOUR	B160	Preparing fee statement and CNO	0.20	100.00
02/10/2011	M A LAMBERT	B160	Preparing monthly fee statement and communications with counsel and accounting regarding same	2.10	315.00
02/11/2011	M A LAMBERT	B160	Preparing monthly fee statement and communications with counsel and accounting regarding same	0.40	60.00
02/24/2011	M A LAMBERT	B160	Preparing fee applications and communications with counsel and accounting regarding same	0.50	75.00

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
02/25/2011	M A LAMBERT	B160	Preparing fee applications and communications with counsel and accounting regarding same	0.70	105.00
02/28/2011	M A LAMBERT	B160	Preparing fee applications and communications with counsel and accounting regarding same	0.90	135.00
TOTAL B160				9.30	

FINANCING/CASH COLLECTIONS

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
02/01/2011	J W HARBOUR	B230	Analysis of fee statements submitted by secured and dip lender	0.10	50.00
02/23/2011	J W HARBOUR	B230	Analysis of proposed amendment to DIP and conference with counsel and call with counsel to the debtor about the same and other outstanding issues	0.50	250.00
02/23/2011	J W HARBOUR	B230	Preparing information request communication to counsel to the Debtor regarding DIP amendment, sale and other issues and communications with counsel about the same	0.50	250.00
02/23/2011	T P BROWN	B230	Review proposed DIP amendment	0.40	252.00
02/24/2011	J W HARBOUR	B230	Analysis of DIP amendment issues and conferences with counsel and calls with counsel to the Debtor about the same	1.60	800.00
02/24/2011	J W HARBOUR	B230	Communication from FTI regarding cash status of debtor and related issues	0.10	50.00
02/24/2011	J W HARBOUR	B230	Analysis of DIP amendment language and issues and communications with counsel to the debtor about the same	0.30	150.00
02/24/2011	J W HARBOUR	B230	Communications with FTI regarding financial analysis of financial materials	0.10	50.00

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
02/24/2011	T P BROWN	B230	Conferences with Jason Harbour and consider strategy regarding DIP amendment negotiations	0.60	378.00
02/25/2011	J W HARBOUR	B230	Analysis of stipulation and order regarding fourth amendment to DIP and communications and call with counsel to the Debtor about the same	0.20	100.00
02/28/2011	T P BROWN	B230	Review correspondence regarding DIP loan extension and order	0.10	63.00
TOTAL B230				4.50	

CLAIMS ADMINISTRATION AND OBJECTIONS

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
02/07/2011	J W HARBOUR	B310	Analysis of claim analysis by the debtor and related materials and communications with FTI and counsel to the debtor about the same and related matters	0.30	150.00
02/07/2011	J W HARBOUR	B310	Communication from FTI concerning claim information	0.10	50.00
02/22/2011	T P BROWN	B310	Review motion and notice regarding administrative claim procedure	0.20	126.00
02/22/2011	J W HARBOUR	B310	Analysis of admin claim motion filed by the debtor and communication with counsel about the same	0.10	50.00
02/23/2011	J W HARBOUR	B310	Analysis of claim objection filed by the debtor	0.10	50.00
TOTAL B310				0.80	

PLAN AND DISCLOSURE STATEMENT

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
02/01/2011	J W HARBOUR	B320	Analysis of asset allocation materials and communications with FTI about the same and other outstanding issues	0.30	150.00

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
02/01/2011	B C ACKERLY	B320	Review status report from J Hauser	0.40	262.00
02/01/2011	B C ACKERLY	B320	Review proposed asset allocation from debtor	0.40	262.00
02/01/2011	T P BROWN	B320	Review proposed allocation and related correspondence from debtor's counsel and to FTI	0.40	252.00
02/02/2011	J W HARBOUR	B320	Analysis of allocation and other issues including sale issues and conference with counsel about the same	0.20	100.00
02/02/2011	J W HARBOUR	B320	Communications with FTI regarding allocation and related issues	0.10	50.00
02/04/2011	J W HARBOUR	B320	Call with FTI concerning outstanding issues including waterfall information needed from the debtor	0.20	100.00
02/07/2011	T P BROWN	B320	Review correspondence regarding cash flow and distribution analysis	0.20	126.00
02/08/2011	T P BROWN	B320	Review creditor recovery analysis and related conference with Jason Harbour	0.60	378.00
02/18/2011	J W HARBOUR	B320	Analysis of motion to extend Canadian stay and the most recent report of the monitor	0.10	50.00
TOTAL B320				2.90	

TIMEKEEPER SUMMARY:

TIMEKEEPER	STATUS	HOURS	RATE	VALUE
B C ACKERLY	Partner	0.80	655.00	524.00
T P BROWN	Partner	3.50	630.00	2,205.00
J W HARBOUR	Partner	7.30	500.00	3,650.00
M A LAMBERT	Paralegal	8.30	150.00	1,245.00
TOTAL FEES (\$)				7,624.00

TIME SUMMARY BY TASK CODE:

DESCRIPTION	CODE	HOURS	VALUE
Case Administration	B110	0.20	113.00
Asset Disposition	B130	0.80	452.00
Meetings and Communications with Creditors	B150	1.40	765.00
Fee/Employment Applications	B160	9.30	1,745.00
Financing/Cash Collections	B230	4.50	2,393.00
Claims Administration and Objections	B310	0.80	426.00
Plan and Disclosure Statement	B320	2.90	1,730.00
		19.90	7,624.00

EXHIBIT B

EXPENSE SUMMARY

Bear Island Paper Company, LLC
(Case No. 10-31202 (DOT))

February 1, 2011, through February 28, 2011

Expense Category	Service Provider (if applicable)	Total Expenses
Grand Total Expenses		\$0.00

Exhibit E

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)
) Case No. 10-31202-DOT
BEAR ISLAND PAPER COMPANY,)
L.L.C.,) Chapter 11
)
Debtor.) **Objections Due: July 7, 2011**

**MONTHLY STATEMENT OF HUNTON & WILLIAMS LLP, COUNSEL
FOR OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR
ALLOWANCE OF INTERIM COMPENSATION AND INTERIM
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
MARCH 1, 2011, THROUGH APRIL 30, 2011**

Name of Applicant:	HUNTON & WILLIAMS LLP
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	April 16, 2010 <i>nunc pro tunc</i> to March 5, 2010
Period for which Compensation and Reimbursement is sought:	March 1, 2011, through April 30, 2011
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$14,992.00(total fees sought this period) \$12,743.20 (85% sought in this Fee Statement)
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$6.40

Benjamin C. Ackerly (VSB No. 09120)
Tyler P. Brown (VSB No. 28072)
Jason W. Harbour (VSB No. 68220)
HUNTON & WILLIAMS LLP
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951 East Byrd Street
Richmond, Virginia 23219-4074
Telephone: (804) 788-8200
Telecopier: (804) 788-8218

*Counsel for the Official
Committee of Unsecured Creditors*

If this is not the first fee statement filed, disclose the following for each prior fee statement:

Date Served	Period Covered	Requested Fees/Expenses	Paid Fees/Expenses
5/12/2010	3/5/2010 - 3/31/2010	Fees: \$189,363.50 Expenses: \$1,247.03	Fees: \$189,363.50 Expenses: \$1,247.03
5/13/2010	4/1/2010 - 4/30/2010	Fees: \$70,357.50 Expenses: \$1,101.80	Fees: \$70,357.50 Expenses: \$1,101.80
7/22/2010	5/1/2010 - 5/31/2010	Fees: \$107,749.50 Expenses: \$4,876.34	Fees: \$107,749.50 Expenses: \$4,876.34
8/13/2010	6/1/2010 - 6/30/2010	Fees: \$93,832.00 Expenses: \$3,244.19	Fees: \$93,832.00 Expenses: \$3,244.19
9/8/2010	7/1/2010 - 7/31/2010	Fees: \$106,399.50 Expenses: \$399.40	Fees: \$106,399.50 Expenses: \$399.40
10/5/2010	8/1/2010 - 8/31/2010	Fees: \$222,626.50 Expenses: \$5,177.82	Fees: \$222,626.50 Expenses: \$5,177.82
10/21/2010	9/1/2010 - 9/30/2010	Fees: \$98,078.00 Expenses: \$2,880.15	Fees: \$98,078.00 Expenses: \$2,880.15
11/12/2010	10/1/2010 - 10/31/2010	Fees: \$30,506.00 Expenses: \$555.00	Fees: \$30,506.00 Expenses: \$555.00
12/29/2010	11/1/2010 - 11/30/2010	Fees: \$16,611.50 Expenses: \$1.00	Fees: \$16,611.50 Expenses: \$1.00
1/20/2011	12/1/2010 - 12/31/2010	Fees: \$14,217.00 Expenses: \$256.75	Fees: \$14,217.00 Expenses: \$256.75
2/10/2011	1/1/2011 - 1/31/2011	Fees: \$8,568.00 Expenses: \$194.03	Fees: \$8,568.00 Expenses: \$194.03
3/4/2011	2/1/2011 - 2/28/2011	Fees: \$7,624.00 Expenses: \$0.00	Fees: \$6,480.40 Expenses: \$0.00

PROFESSIONALS RENDERING SERVICES

Name of Professional Person	Position of the Applicant and Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Benjamin C. Ackerly	Partner / Bankruptcy	\$655.00	1.80	\$1,179.00
Tyler P. Brown	Partner / Bankruptcy	\$630.00	6.60	\$4,158.00
Jason W. Harbour	Partner / Bankruptcy	\$500.00	14.90	\$7,450.00
Matthew A. Lambert	Paralegal / Bankruptcy	\$150.00	14.20	\$2,130.00
Cynthia D. Loving	Case Clerk / Bankruptcy	\$125.00	0.60	\$75.00
Total			38.10	\$14,992.00
BLENDED RATE:				\$393.49 per hour

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
Case Administration	4.20	\$1,996.50
Asset Disposition	5.10	\$2,823.00
Meetings Of and Communications With Creditors	7.80	\$4,328.50
Fee/Employment Applications	15.80	\$2,943.00
Avoidance Action Analysis	0.80	\$400.00
Financing/Cash Collection	1.00	\$596.00
Claims Administration and Objections	1.50	\$812.00
Plan and Disclosure Statement	1.30	\$793.00
General Bankruptcy Advice/Opinions	0.60	\$300.00
TOTAL	38.10	\$14,992.00

EXPENSE SUMMARY

Expense Category	Service Provider (if applicable)	Total Expenses
Copying		\$6.40
Grand Total Expenses		\$6.40

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)	
)	Case No. 10-31202-DOT
BEAR ISLAND PAPER COMPANY,)	
L.L.C.,)	Chapter 11
)	
Debtor.)	<u>Objections Due: July 7, 2011</u>

**MONTHLY STATEMENT OF HUNTON & WILLIAMS LLP, COUNSEL
FOR OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR
ALLOWANCE OF INTERIM COMPENSATION AND INTERIM
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
MARCH 1, 2011, THROUGH APRIL 30, 2011**

Hunton & Williams LLP (“Hunton”), counsel for the Official Committee of Unsecured Creditors (the “Committee”) of Bear Island Paper Company, L.L.C. (the “Debtor”), submits this monthly statement (the “Monthly Statement”) for interim allowance of compensation for professional services rendered by Hunton to the Committee for the period March 1, 2011, through April 30, 2011 (the “Application Period”), and reimbursement of actual and necessary expenses incurred by Hunton during the Application Period under sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the United States Bankruptcy Court for the Eastern District of Virginia Local Bankruptcy Rules (the “Local Rules”), the United States Trustee’s Guidelines for Reviewing Applications for Compensation and

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*Counsel for the Official
Committee of Unsecured Creditors*

Reimbursement of Expenses filed under 11 U.S.C. § 330, effective January 30, 1996 (the “U.S. Trustee Guidelines”) and the Order Under Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation [D.I. 156] (the “Interim Compensation Procedures Order”). In support of this Monthly Statement, Hunton represents as follows:

I. JURISDICTION

1. This Court has jurisdiction over this Monthly Statement pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

II. BACKGROUND

2. On February 24, 2010 (the “Petition Date”), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtor continues to operate as a debtor-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been requested or appointed in this chapter 11 case.

3. On the Petition Date, (i) White Birch Paper Holding Company; (ii) White Birch Paper Company; (iii) Stadacona General Partner Inc.; (iv) Black Spruce Paper Inc.; (v) F.F. Soucy General Partner Inc.; (vi) 3120772 Nova Scotia Company; (vii) Arrimage de Gros Cacouna Inc.; (viii) Papier Masson Ltée; (ix) Stadacona Limited Partnership; (x) F.F. Soucy Limited Partnership; and (xi) F.F. Soucy, Inc. & Partners, Limited Partnership (collectively, the “WB Canadian Group”), sought relief under the Companies’ Creditors Arrangement Act in the Quebec Superior Court of Justice (the “Canadian Court”) in Montreal, Quebec, Canada (the “CCAA Cases”). Also on the Petition Date, the Canadian Court entered the Initial Order in the CCAA Cases.

4. In addition, on the Petition Date six (6) of the WB Canadian Group entities sought relief under chapter 15 of the Bankruptcy Code in this Court.

5. On March 3, 2010, the United States Trustee for the Eastern District of Virginia appointed the Committee.

6. On March 5, 2010, the Committee engaged Hunton as counsel to represent the Committee in this bankruptcy case. On April 16, 2010, the Court entered its Order Authorizing the Employment and Retention of Hunton & Williams LLP as Counsel to the Committee [D.I. 203] effective as of March 5, 2010.

7. On March 25, 2010, the Court entered the Interim Compensation Procedures Order which approved the compensation procedures attached to the Interim Compensation Procedures Order as Exhibit 1 (the “Compensation Procedures”).

8. Pursuant to the Compensation Procedures, professionals retained in these cases are authorized to submit monthly fee statements to the Notice Parties (as defined in the Compensation Procedures). Provided that no objection to a monthly fee statement is timely filed, the Debtor is authorized to pay such professional an amount equal to eighty-five percent (85%) of the fees and one-hundred percent (100%) of the expenses requested in such monthly fee statement.

III. RELIEF REQUESTED

9. Hunton submits this Monthly Statement (a) for allowance of reasonable compensation for the actual, reasonable and necessary professional services that it has rendered as counsel for the Committee in this case for the period from March 1, 2011, through April 30, 2011, and (b) for reimbursement of actual, reasonable and necessary expenses incurred in representing the Committee during that same period. During the period covered by this Monthly Statement, Hunton incurred fees for services rendered in the amount of \$14,992.00. For the same period, Hunton incurred actual, reasonable and necessary expenses totaling \$6.40. As of

the date of this Monthly Statement, Hunton has received no payments with respect to these amounts.

10. During the Application Period, Hunton provided services to the Committee including, without limitation, (i) analyzing pleadings filed and orders entered in this case; (ii) analyzing pleadings filed and orders entered in the CCAA Cases; (iii) advising the Committee concerning the pleadings filed and orders entered in this case and in the CCAA Cases; (iv) preparing and maintaining a timeline of critical dates; (v) coordinating and participating in conferences and communications with counsel to the Debtor, Committee members, financial advisors and other parties in interest; (vi) analysis of, and addressing issues concerning debtor-in-possession financing, potential avoidance actions, potential sale and related issues and issues concerning a potential chapter 11 plan; (vii) preparing fee pleadings for the Committee's professionals and coordination of the same; and (viii) addressing creditor inquiries. In performing these services, Hunton has endeavored to ensure that its professionals and paraprofessionals comply with the Local Rules and the U.S. Trustee Guidelines.

11. Attached hereto as Exhibit A is a schedule, sorted by project category, that shows the time recorded by Hunton professionals and paraprofessionals and descriptions of the services provided. Hunton has reduced its request for compensation for any non-working travel to 50% of the normal hourly rate for such professionals. Similarly, attached hereto as Exhibit B is a breakdown of the actual and necessary disbursements made by Hunton on behalf of the Committee during the Application Period.

12. Hunton has endeavored to represent the Committee in the most expeditious and economical manner possible. Tasks have been assigned to attorneys and paralegals at Hunton so that the work has been performed by those most familiar with the particular matter or task and,

where attorney involvement was required, by the lowest hourly rate professional appropriate for a particular matter. Moreover, Hunton has endeavored to coordinate with the other professionals involved in this case so as to minimize any duplication of effort and to minimize attorneys' fees and expenses to the Committee. Hunton believes it has been successful in this regard.

13. No agreement or understanding exists between Hunton and any other person for the sharing of compensation received or to be received for services rendered in or in connection with this case.

WHEREFORE, Hunton respectfully requests (a) payment from the Debtor's estate of: (i) interim compensation in the amount of \$12,743.20 for actual, reasonable and necessary professional services rendered on behalf of the Committee during the period March 1, 2011, through April 30, 2011, which is 85% of Hunton's fees for this period, (ii) interim reimbursement in the amount of \$6.40 for actual, reasonable and necessary expenses incurred during the same period; and (b) any such other and further relief as the Court may deem proper.

Dated: Richmond, Virginia

HUNTON & WILLIAMS LLP

June 17, 2011

/s/ Jason W. Harbour

Benjamin C. Ackerly, Esq. (VSB No. 09120)

Tyler P. Brown, Esq. (VSB No. 28072)

Jason W. Harbour, Esq. (VSB No. 68220)

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951 East Byrd Street

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Facsimile: (804) 788-8218

*Counsel for Official Committee of Unsecured
Creditors*

EXHIBIT A

CASE ADMINISTRATION

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/01/2011	C D LOVING	B110	Electronic service and service by mail of FTI monthly fee request for January	0.30	37.50
03/07/2011	J W HARBOUR	B110	Preparing notice of service and call to counsel to the Debtor about outstanding issues	0.10	50.00
03/07/2011	B C ACKERLY	B110	E-mail regarding GE notice of appearance	0.10	65.50
03/17/2011	J W HARBOUR	B110	Communications with FTI concerning funds flow analysis and related issues	0.10	50.00
03/22/2011	J W HARBOUR	B110	Analysis of letter filed with the court and of agenda for upcoming hearing	0.10	50.00
03/22/2011	C D LOVING	B110	Electronic filing of Notice of Service regarding FTI January 2011 fee application	0.30	37.50
03/23/2011	T P BROWN	B110	Review hearing agenda	0.10	63.00
03/24/2011	J W HARBOUR	B110	Analysis of issues concerning upcoming hearing and preparing for hearing and attending hearing and conferences with counsel to the Debtor concerning the same and other issues	1.00	500.00
04/05/2011	B C ACKERLY	B110	Conference with J. Harbour regarding status	0.10	65.50
04/05/2011	B C ACKERLY	B110	Conference call with J. Harbour and T. Brown regarding status	0.50	327.50
04/25/2011	J W HARBOUR	B110	Analysis of agenda for upcoming hearing	0.10	50.00
04/27/2011	J W HARBOUR	B110	Preparing for hearing and attending hearing and submitting orders to the Court	1.20	600.00
04/28/2011	J W HARBOUR	B110	Analysis of issues concerning case and conference with counsel about the same	0.20	100.00
		TOTAL B110		4.20	

ASSET DISPOSITION

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/03/2011	J W HARBOUR	B130	Call with FTI and communications with counsel to the Debtor concerning sale issues and analysis of materials concerning the same	0.60	300.00
03/04/2011	J W HARBOUR	B130	Communication to counsel regarding sale issues	0.10	50.00
03/08/2011	J W HARBOUR	B130	Call with counsel to the Debtor regarding issues concerning sale	0.20	100.00
03/08/2011	J W HARBOUR	B130	Analysis of issues concerning sale closing and communication to counsel about the same	0.30	150.00
03/22/2011	J W HARBOUR	B130	Communication to counsel to the Debtor concerning sale closing	0.10	50.00
03/23/2011	J W HARBOUR	B130	Communication with counsel to the Debtor concerning sale issues	0.20	100.00
03/23/2011	J W HARBOUR	B130	Call with counsel concerning sale and related issues and communication to counsel to Debtor concerning plan	0.10	50.00
03/28/2011	T P BROWN	B130	Conference with Jason Harbour regarding sale closing delays and committee concerns	0.30	189.00
03/28/2011	J W HARBOUR	B130	Call with FTI regarding case, including sale and analysis of issues concerning the same and conference with counsel about the same	0.30	150.00
03/30/2011	J W HARBOUR	B130	Analysis of amendment to ASA and communication with counsel to the debtor and counsel about the same	0.30	150.00

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/30/2011	T P BROWN	B130	Correspondence from and to debtor's counsel regarding sale status and conference with Jason Harbour regarding same	0.20	126.00
04/01/2011	J W HARBOUR	B130	Communications and call with counsel to Debtor concerning case and sale and analysis of issues concerning the same	0.30	150.00
04/06/2011	T P BROWN	B130	Correspondence with FTI regarding update on cash position and sale closing efforts	0.50	315.00
04/07/2011	J W HARBOUR	B130	Communications with counsel to the Debtor regarding sale and other issues	0.20	100.00
04/07/2011	T P BROWN	B130	Conference with Jason Harbour regarding sale and plan strategy and related correspondence with FTI	0.40	252.00
04/08/2011	T P BROWN	B130	Review correspondence regarding sale agreement amendment	0.20	126.00
04/21/2011	J W HARBOUR	B130	Communication from FTI regarding case and sale issues	0.10	50.00
04/21/2011	T P BROWN	B130	Correspondence from and to Matt Diaz regarding closing	0.20	126.00
04/29/2011	T P BROWN	B130	Correspondence to committee member and counsel and review amendment to sale agreement regarding closing deadline	0.30	189.00
04/29/2011	J W HARBOUR	B130	Communications with counsel to the Debtor concerning sale closing and related issues and communications with counsel about the same	0.20	100.00
TOTAL B130				5.10	

MEETINGS OF AND COMMUNICATIONS WITH CREDITORS

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/01/2011	T P BROWN	B150	Conference with Jason Harbour and correspondence from committee member regarding sale update	0.30	189.00
03/02/2011	J W HARBOUR	B150	Communications and call with committee member regarding case	0.30	150.00
03/11/2011	J W HARBOUR	B150	Preparing update communication to the Committee and communication to counsel about the same	0.80	400.00
03/11/2011	T P BROWN	B150	Conference with Jason Harbour regarding committee update	0.20	126.00
03/16/2011	J W HARBOUR	B150	Analysis of issues concerning case and communication to counsel regarding update to committee and communication to committee concerning update regarding case	0.20	100.00
03/16/2011	T P BROWN	B150	Revise proposed committee update and related conference with Jason Harbour	0.30	189.00
03/23/2011	T P BROWN	B150	Conference with Jason Harbour regarding committee update	0.10	63.00
03/24/2011	T P BROWN	B150	Conference with Jason Harbour regarding update on closing	0.10	63.00
03/24/2011	J W HARBOUR	B150	Communications with Committee member concerning sale and related issues	0.10	50.00
03/24/2011	J W HARBOUR	B150	Communication to committee and call with FTI concerning update about case	0.20	100.00

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/31/2011	J W HARBOUR	B150	Communications with counsel and FTI regarding sale issues and other matters and communication to counsel to the Debtor about the same and communication to the Committee about the same	1.20	600.00
03/31/2011	T P BROWN	B150	Conferences with Jason Harbour regarding closing delay and committee call on related issues	0.20	126.00
04/01/2011	J W HARBOUR	B150	Communications with committee co-chairs and counsel and FTI regarding case	0.40	200.00
04/05/2011	J W HARBOUR	B150	Analysis of issues concerning status of case and sale and conference with counsel about the same and preparing for Committee call, and call with Committee about the same	1.00	500.00
04/05/2011	T P BROWN	B150	Prepare for and participate in committee meeting and related conferences with Jason Harbour	1.30	819.00
04/05/2011	B C ACKERLY	B150	Conference call with Creditor Committee regarding status	0.40	262.00
04/05/2011	B C ACKERLY	B150	Follow-up call with T. Brown and J. Harbour	0.10	65.50
04/08/2011	J W HARBOUR	B150	Communications and call with counsel to the Debtor and communications and call with counsel about case	0.40	200.00
04/28/2011	T P BROWN	B150	Telephone call with creditor's counsel regarding status of sale and related conference with Jason Harbour	0.20	126.00
TOTAL B150				7.80	

FEE/EMPLOYMENT APPLICATIONS

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/01/2011	J W HARBOUR	B160	Analysis of FTI fee statement and communications with FTI about the same	0.10	50.00
03/01/2011	M A LAMBERT	B160	Preparing monthly statement and communications with counsel and accounting regarding same	1.90	285.00
03/02/2011	M A LAMBERT	B160	Preparing monthly statement and communications with counsel and accounting regarding same	2.40	360.00
03/03/2011	M A LAMBERT	B160	Preparing monthly statement and communications with counsel and accounting regarding same	2.60	390.00
03/03/2011	J W HARBOUR	B160	Preparing fee statement	0.10	50.00
03/04/2011	M A LAMBERT	B160	Preparing monthly statement and communications with counsel and accounting regarding same	2.10	315.00
03/04/2011	J W HARBOUR	B160	Preparing monthly fee statement	0.20	100.00
03/08/2011	J W HARBOUR	B160	Analysis of issues concerning BLG fees and conference with paralegal about the same	0.10	50.00
03/08/2011	J W HARBOUR	B160	Analysis of fee issues and communications with paralegal and to counsel to the Debtor about the same	0.30	150.00
03/08/2011	T P BROWN	B160	Review correspondence regarding UCC fees	0.10	63.00
03/15/2011	J W HARBOUR	B160	Communications with paralegal concerning fee app	0.10	50.00
03/15/2011	J W HARBOUR	B160	Preparing fee app and communications with paralegal about the same and communications with FTI regarding fee app	0.30	150.00

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/15/2011	M A LAMBERT	B160	Preparing quarterly fee application and communications with counsel and accounting regarding same	2.30	345.00
03/16/2011	M A LAMBERT	B160	Finalize quarterly fee applications and file same with court and coordinate service of same and communications with counsel regarding same	2.90	435.00
03/28/2011	J W HARBOUR	B160	Communications with FTI regarding fee statement	0.10	50.00
04/25/2011	J W HARBOUR	B160	Communications with FTI regarding fee statements	0.10	50.00
04/27/2011	J W HARBOUR	B160	Communications with FTI regarding fee statement	0.10	50.00
TOTAL B160				15.80	

AVOIDANCE ACTION ANALYSIS

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
04/11/2011	J W HARBOUR	B180	Analysis of issues concerning claims against Brandt Industries	0.80	400.00
TOTAL B180				0.80	

FINANCING/CASH COLLECTIONS

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/08/2011	J W HARBOUR	B230	Analysis of fees submitted by DIP lender	0.10	50.00
04/01/2011	T P BROWN	B230	Conferences with Jason Harbour regarding update on DIP loan and sale and review related correspondence to and from debtor's counsel	0.30	189.00
04/12/2011	J W HARBOUR	B230	Analysis of financial materials and communication from FTI about the same	0.10	50.00
04/12/2011	T P BROWN	B230	Review update from FTI	0.20	126.00
04/13/2011	B C ACKERLY	B230	Review cash flow and update from FTI	0.20	131.00

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
04/21/2011	J W HARBOUR	B230	Analysis of fee statements of DIP and secured lenders	0.10	50.00
TOTAL B230				1.00	

CLAIMS ADMINISTRATION AND OBJECTIONS

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/01/2011	J W HARBOUR	B310	Analysis of claim objection and communications with counsel about the same	0.20	100.00
03/03/2011	J W HARBOUR	B310	Analysis of claim settlement motion	0.10	50.00
04/01/2011	J W HARBOUR	B310	Analysis of recently filed pleadings including claim objection, admin bar date order and exclusivity order	0.30	150.00
04/06/2011	J W HARBOUR	B310	Communications with FTI concerning case and claims issues	0.30	150.00
04/06/2011	J W HARBOUR	B310	Analysis of claim issues and communications with FTI about claim issues	0.10	50.00
04/07/2011	J W HARBOUR	B310	Communications with FTI concerning status of claim and sale issues and related matters	0.10	50.00
04/28/2011	B C ACKERLY	B310	Telephone conference with M Diaz regarding claims trading	0.10	65.50
04/29/2011	B C ACKERLY	B310	Telephone conference with M Diaz and e-mail regarding claims trading	0.30	196.50
TOTAL B310				1.50	

PLAN AND DISCLOSURE STATEMENT

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/03/2011	J W HARBOUR	B320	Analysis of exclusivity motion	0.20	100.00
03/03/2011	T P BROWN	B320	Review correspondence regarding settlement issues and claim distributions between committee and debtor's counsel	0.30	189.00

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/04/2011	T P BROWN	B320	Correspondence from and to Chris Marcus and Jason Harbour regarding settlement dispute	0.50	315.00
03/08/2011	T P BROWN	B320	Conference with Jason Harbour and review memo from Mr. Harbour regarding updates on DIP and closing	0.30	189.00
TOTAL B320				1.30	

GENERAL BANKRUPTCY ADVICE/OPINIONS

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/02/2011	J W HARBOUR	B410	Communication from counsel to the Debtor concerning outstanding issues	0.10	50.00
03/04/2011	J W HARBOUR	B410	Call with counsel to the Debtor regarding outstanding issues and communication to counsel about the same	0.50	250.00
TOTAL B410				0.60	

TIMEKEEPER SUMMARY:

TIMEKEEPER	STATUS	HOURS	RATE	VALUE
B C ACKERLY	Partner	1.80	655.00	1,179.00
T P BROWN	Partner	6.60	630.00	4,158.00
J W HARBOUR	Partner	14.90	500.00	7,450.00
M A LAMBERT	Paralegal	14.20	150.00	2,130.00
C D LOVING	Case Clerk	0.60	125.00	75.00
TOTAL FEES (\$)				14,992.00

TIME SUMMARY BY TASK CODE:

DESCRIPTION	CODE	HOURS	VALUE
Case Administration	B110	4.20	1,996.50
Asset Disposition	B130	5.10	2,823.00
Meetings Of and Communications With Creditors	B150	7.80	4,328.50
Fee/Employment Applications	B160	15.80	2,943.00
Avoidance Action Analysis	B180	0.80	400.00
Financing/Cash Collections	B230	1.00	596.00
Claims Administration and Objections	B310	1.50	812.00
Plan and Disclosure Statement	B320	1.30	793.00
General Bankruptcy Advice/Opinions	B410	0.60	300.00
		38.10	14,992.00

EXHIBIT B

EXPENSE SUMMARY

Bear Island Paper Company, LLC
(Case No. 10-31202 (DOT))

March 1, 2011, through April 30, 2011

Expense Category	Service Provider (if applicable)	Total Expenses
Copying		\$6.40
Grand Total Expenses		\$6.40